

RECORDATION NO. 21702 FILED

JAN 04 '10

2-06 PM

SURFACE TRANSPORTATION BOARD

JAN 4 2010
2:06 PM

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

December 30, 2009

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated December 21, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 21702. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Norfolk Southern Railway Company
110 Franklin Road SE
Roanoke, VA 24042

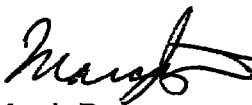
A description of the railroad equipment covered by the enclosed document is for one hundred eight six (186) covered hopper cars having NS marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures
(NS090)

ASSGN. NO.: NS090

MEMORANDUM OF LEASE

JAN 04 '10

2-06 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of December, 2009 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company, a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 58 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of December 21, 2009, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: K.A. Dombrowski

By: [Signature]
Name: John J. Thomas
Title: President

Title: Director of Documentation Executed on this 21st day of December, 2009

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

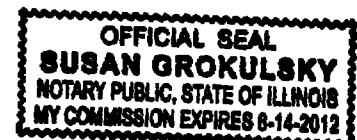
WITNESS my hand and official stamp or seal, this 21st day of December, 2009.

[Signature]
Notary Public

My Commission Expires:

8-14-2012

(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

ATTEST:

By: [Signature]
Name: Herbert E. Jensen
Title: Manager Purchasing

By: C. S. Croft
Name: C. S. Croft
Title: Manager Purchasing - Car

Executed on this 17th day of December, 2009.

[CORPORATE SEAL]

STATE OF Virginia
COUNTY OF Roanoke

I, Patricia Lynsley Sowers, a Notary Public of the County and State aforesaid, certify that
Cyndi Croft personally appeared before me this day and acknowledged his/her due
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17 day of December, 2009.

Patricia Lynsley Sowers
Notary Public

My Commission Expires:

12/31/13
(Notary Public)



EXHIBIT A – MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred eighty-six (186)

DESCRIPTION OF CARS: 5150 cu. ft. and 5250 cu. ft. covered hopper cars,
286,000 GRI.

CAR NUMBERS:

NS	293860	NS	293922	NS	293986	NS	294045	NS	294118
NS	293861	NS	293927	NS	293987	NS	294046	NS	294119
NS	293862	NS	293928	NS	293988	NS	294048	NS	294122
NS	293865	NS	293930	NS	293989	NS	294050	NS	294124
NS	293868	NS	293931	NS	293991	NS	294053	NS	294125
NS	293870	NS	293932	NS	293992	NS	294054	NS	294126
NS	293872	NS	293934	NS	293993	NS	294055	NS	294127
NS	293874	NS	293935	NS	293994	NS	294058	NS	294128
NS	293875	NS	293936	NS	293996	NS	294061	NS	294130
NS	293876	NS	293937	NS	293999	NS	294063	NS	294131
NS	293878	NS	293938	NS	294000	NS	294064	NS	294132
NS	293879	NS	293940	NS	294002	NS	294067	NS	294135
NS	293882	NS	293941	NS	294003	NS	294069	NS	294136
NS	293883	NS	293944	NS	294007	NS	294071	NS	294137
NS	293886	NS	293946	NS	294008	NS	294072	NS	294139
NS	293887	NS	293947	NS	294009	NS	294073	NS	294141
NS	293890	NS	293949	NS	294010	NS	294075	NS	294143
NS	293891	NS	293950	NS	294011	NS	294076	NS	294144
NS	293892	NS	293951	NS	294012	NS	294078	NS	294146
NS	293893	NS	293953	NS	294013	NS	294079	NS	294147
NS	293894	NS	293956	NS	294014	NS	294080	NS	294148
NS	293896	NS	293957	NS	294015	NS	294081	NS	294149
NS	293898	NS	293958	NS	294016	NS	294082	NS	294151
NS	293899	NS	293962	NS	294019	NS	294083	NS	294152
NS	293903	NS	293963	NS	294020	NS	294084	NS	294153
NS	293904	NS	293964	NS	294021	NS	294085	NS	294154
NS	293905	NS	293965	NS	294022	NS	294086	NS	294155
NS	293906	NS	293967	NS	294024	NS	294087	NS	294157
NS	293908	NS	293970	NS	294026	NS	294093	NS	294158
NS	293909	NS	293972	NS	294027	NS	294095	NS	294159
NS	293910	NS	293973	NS	294030	NS	294096	Count:	186
NS	293911	NS	293974	NS	294031	NS	294100		
NS	293914	NS	293977	NS	294033	NS	294102		
NS	293915	NS	293978	NS	294034	NS	294104		
NS	293916	NS	293979	NS	294035	NS	294106		
NS	293917	NS	293980	NS	294037	NS	294107		
NS	293918	NS	293982	NS	294038	NS	294110		
NS	293919	NS	293984	NS	294040	NS	294113		
NS	293920	NS	293985	NS	294041	NS	294114		